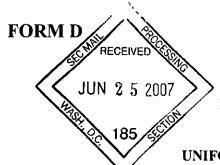
1402788



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
'Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB AF	PPROVAL
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated averag	e burden
hours per respons	se 16.00
SEC USE	ONLY
020 002	OIVET
l Prefix	Serial I

DATE RECEIVED

Name of Offering (check if this is an amendment and name h		• .	سوف
KPS Special Situations Fund III (A), L.P. – offering			
	le 505 🖾 Rule 50	06 ☐ Section 4(6)	ULOE
Type of Filing: New Filing Amendment			CECCE
A. BASIC	IDENTIFICATION D	ATA	くにはつだい
Enter the information requested about the issuer		JUN	2 0 2007 F
Name of Issuer (check if this is an amendment and name h	as changed, and indicate	change.)	- 4 2001 L
KPS Special Situations Fund III (A), L.P.	-	THO	DIVISON
	t, City, State, Zip Code)	Telephone Number (India)	
(i, Oily, State, Zip Code)	(212) 338 - 5100	
200 Park Avenue 58th Floor, New York, NY 10166		<u> </u>	
Address of Principal Business Operations (Number and Stree	t, City, State, Zip Code)	Telephone Number (Includ	ing Area Code)
(if different from Executive Offices)			
Brief Description of Business			THE PART OF THE PA
Bile: Description of Business			, LOGATH BENN 1991) BENN BUND HEND NAM DAWA BUN 1991
Investment Fund			1 188 W 1800 188 W 1800 BW 1 1800 WW 1800 BW 1800 W
Type of Business Organization		<u> </u>] 1440)) 6844 1440) 6844 6000 7648 1440 6846 644 1661
☐ corporation ☐ limited partnership, already t	ormed 🗀 other (c	lease specify):	07069206
business trust limited partnership, to be for	"	iodoo opoony).	01003500
Month		· · ·	
Actual or Estimated Date of Incorporation or Organization: 0 3		Estimated	
		eviation for State: FN	
CN for Canada	; FN for other foreign juri:	sdiction)	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Avenue, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

	A. BASIC IDE	NTIFICATION DATA		
2. Enter the information requested for the follow	wing:			
Each promoter of the issuer, if the issuer if	has been organized withi	in the past five years;		
 Each beneficial owner having the power to 	o vote or dispose, or dire	ct the vote or disposition of	, 10% or more of a	class of equity securities of the issuer,
Each executive officer and director of corp.	porate issuers and of cor	porate general and managi	ng partners of partn	ership issuers; and
 Each general and managing partner of pa 	rtnership issuers.			
Check Box(es) that Apply: Promoter	⊠ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual) KPS Investors III, Ltd.				-
Business or Residence Address (Number	r and Street, City, State	, Zip Code)		
200 Park Avenue, 58th Floor, New Yo	ork, N.Y. 10166			
Check Box(es) that Apply: ☐ Promoter [Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if individual) Psaros, Michael				
Business or Residence Address (Number 200 Park Avenue, 58th Floor, New Yo	r and Street, City, State ork, N.Y. 10166	, Zip Code)		
Check Box(es) that Apply: Promoter [☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Shapiro, David				
Business or Residence Address (Number	and Street, City, State	, Zip Code)		
200 Park Avenue, 58th Floor, New Yo				
Check Box(es) that Apply:	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number	r and Street, City, State	, Zip Code)		
Check Box(es) that Apply: Promoter [Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number	and Street, City, State	, Zip Code)		
Check Box(es) that Apply:	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number	and Street, City, State	, Zip Code)		
Check Box(es) that Apply: Promoter [Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number	and Street, City, State	, Zip Code)		
(Use blank sh	neet, or copy and use a	dditional copies of this sh	eet, as necessary)	<u> </u>

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					<u> </u>	INICOL	28647101	A DOLL	COEFEDI	INC				
		-	-	-	- I	inroi	RMATIO!	N ABOUT	OFFER	ING			Yes	No
1.	Has the	issuer sol	d, or does	the issue	r intend to s	sell, to nor	n-accredite	d investor	s in this off	ering?			_	\boxtimes
				Answer a	also in Appo	endix, Col	umn 2, if fil	ing under	ULOE.					
2.	What is	the minim	um invest	ment that	will be acce	pted from	any indivi	dual?					\$ <u>10,00</u>	0,000 1
3.	Does th	e offerina	oermit ioir	nt ownersh	ip of a sing	le unit?							Yes · ⊠	No □
4.		_										irectly, any	. 121	
	If a person or states	on to be li s, list the r	sted is an name of th	associate ne broker o	d person o	agent of more tha	a broker o n five (5) p	r dealer re ersons to	gistered wi be listed a	ith the SE	C and/or	he offering. with a state ons of such		
Pro	obitas F	ast name i Funds G	roup, L	LC										
42	5 Califo	rnia Str	eet, 23r	d FI, Sa	nd Street, n Franci			·)						
Nan	ne of Ass	ociated Br	oker or De	ealer										
Stat	tes in Wh	ich Person	Listed Ha	as Solicite	d or Intende	to Solicit	Purchase	rs						
	(Check	"All States	" or check	individual	States)		••••••				••••••		. All States	
	AL	AK	AZ	AR	CA 🗸	CO	CT	DE	DC ✓	FL	GA	HI	ID	
	IL 🗸	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO	
	MT	NE	NV	ŊН	NJ	NM	NY 🗸	NC	ND	OH	OK	OR	PA ✓	
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR	
Full	Name (L	ast name i	first, if indi	vidual)										
Bus	iness or l	Residence	Address	(Number a	nd Street,	City, State	, Zip Code)						
Nan	ne of Ass	ociated Br	oker or De	ealer										
Stat					d or Intends			-					. □ All States	
		AK)												
	AL IL	[IN]	AZ IA	AR KS	[CA]	CO	CT	(DE)	DC	FL	GA	HI	MO	
	MT	NE	NV	NH	NJ KA	LA NM	ME NY	MD	MA	OH	MN OK	MS OR	PA	
					=						_		_	
Full	RI Name (L	SC ast name f	SD first if indi	TN] vidual)	TX	[UT]	[VT]	VA	WA	WV	WL	[WY]	PR	
	•			·		O.L. O.L.	7:- 0-4-							
		residence ociated Br		•	nd Street, (Jity, State	, zip Code)						
					d or Intends	to Solicit	Purchaser	s						
	(Check	'All States	or check	individual	States)								. 🗌 All States	
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID	
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO	
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	OK	OR	PÄ	
	RI	SC	SD	TN	TX	UT	VΤ	VA	WA	WV	Wi	WY	PR	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

¹The minimum investment accepted from any individual is subject to waiver by the General Partner.

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1,	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	•		AA	8 1
	Type of Security	Aggrega Offering P		Amount / So	
	Debt	\$ <u>N/A</u>		\$N	/A
	Equity	\$ <u>N/A</u>		\$ <u>N</u>	/A
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$N/A		\$ <u>N</u>	/A
	Partnership Interests	\$ <u>250,000,0</u>	000	\$ <u>138,5</u>	34,375
	Other (Specify)	\$ <u>N/A</u>		\$ <u>N</u>	/A
	Total	\$ <u>250,000,0</u>	000	\$ <u>138,5</u>	34,375
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggre	nate
		Numbe Investor		Dollar A of Purc	mount
	Accredited Investors	11		\$ <u>138,</u>	<u>534,375</u>
	Non-accredited Investors	0		\$	0
	Total (for filings under Rule 504 only)	N/A		\$ <u>N</u>	/A
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C —Question 1.	Type of	•	Dollar A	mount
	Type of Offering	Security		Sol	
	Rule 505	N/A		\$ <u>N</u>	/A
	Regulation A	N/A		\$ <u>N</u>	/A
	Rule 504	N/A		\$ <u>N</u>	/A
	Total	N/A		\$ <u>N</u> .	/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$ <u> </u>	
	Printing and Engraving Costs		\boxtimes	\$ 2,119	
	Legal Fees	************	\boxtimes	\$ <u>48,100</u>	
	Accounting Fees			\$ <u> </u>	
	Engineering Fees			\$ <u> </u>	
	Sales Commissions (specify finders' fees separately)			\$ <u> </u>	
	Other Expenses (identify) Placement Agent Fees		\boxtimes	\$ <u>390,000</u>	
	Total		\boxtimes	\$ <u>440,219</u>	

а	Enter the difference between the appropriate official spice			CEEDS		
	nd total expenses furnished in response to Part C - Question roceeds to the issuer."				⊠ \$ <u>249</u>	<u>,559,781</u>
e tr	ndicate below the amount of the adjusted gross proceeds to be ach of the purposes shown. If the amount for any purpose is the box to the left of the estimate. The total of the payme proceeds to the issuer set forth in response to Part C — Que	not known, furnish an estimate and check ints listed must equal the adjusted gross				
р	roceeds to the issuer set forth in response to Part C — Que	Suon 4.0 a00ve.	Óf Dire	nents to ficers, ctors, & filiates		ments to
	Salaries and fees		□ \$	0	_ 🗆 \$	0
	Purchase of real estate		□ \$	0	_ 🗆 \$	0
	Purchase, rental or leasing and installation of machinery	1		•	_ •	•
	and equipment				_ 🗆 \$	
	Construction or leasing of plant buildings and facilities		□\$	0	_ 🗆 \$	00
	Acquisition of other businesses (including the value of s offering that may be used in exchange for the assets or	securities of another				
	issuer pursuant to a merger)		□ \$	0	_ 🗆 \$	0
	Repayment of indebtedness		□ \$	0	_ 🗅 \$	0
	Working capital		□ \$	0	_ 🗆 \$	0
	Other (specify): INVESTMENTS IN SECURITIES		□ \$	0	_ 🛭 \$ <u>249</u>	,559,781
	Column Totals		□ \$	0	_ 🛭 \$ <u>249</u>	,559,781
	Total Payments Listed (column totals added)		•	⊠ \$_	249,559,	781
	D. F	EDERAL SIGNATURE				
signat	suer has duly caused this notice to be signed by the undure constitutes an undertaking by the issuer to furnish to the community of the issuer to any non-accredited investigation.	o the U.S. Securities and Exchange Con	nmission,	led under l upon writte	Rule 505, then request	ne following of its staff
	(Print or Type) Special Situations Fund III (A), L.P.	Signature Q	Dat Ju	e ne <u>15,</u>	2007	
	of Signer (Print or Type) d Shapiro	Title of Signer (Print or Type) Director of KPS Investors III, I Issuer	_td., th€	Genera	l Partner	of the

